

## **CORPORATE RESOLUTION**

The undersigned, president of Rock 49<sup>th</sup> Rest. Corp. a corporation organized under the laws of the State of New York (the "Company"), does hereby certify that at a duly called meeting of the Board of Directors held on the 20<sup>th</sup> day of July, 2009, the following resolutions were adopted, and they have not been modified or rescinded, and are still in full force and effect:

"RESOLVED, that in the judgment of the Company, it is desirable and in the best interests of the Company, that its officers be empowered to cause a petition under Chapter 11 of the Bankruptcy Code to be filed by the Company upon such date, and in the event, in their discretion, such action should become necessary for the protection of the Company and the preservation of its assets without further notice to the officers of the Company; and it is further

RESOLVED, that the Officers of the Company, or any of them, be and they hereby are authorized on behalf of the Company to execute and file all petitions, schedules, lists and other papers and to take any and all action which they may deem necessary or proper in connection with such proceedings under Chapter 11, and in that connection to retain and employ Rattet, Pasternak & Gordon-Oliver, LLP, and to retain and employ all assistance by other legal counsel or otherwise which they may deem necessary or proper with a view to the successful conclusion of such reorganization case."

**IN WITNESS WHEREOF**, I have hereunto set my hand, this 20<sup>th</sup> day of July, 2009.

/s/ Andrew Silverman  
Andrew Silverman, President

Sworn to before me this  
20<sup>th</sup> day of July, 2009

Julie A. Cvek  
Julie A. Cvek  
Notary Public, State of New York  
No. 02CV6136681  
Qualified in Queens County  
Commission Expires November 14, 2009